

Company No: 3120673

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LANJAPE LIMITED

(Adopted by Special Resolution passed on 4th December 1995)



Field Fisher Waterhouse
41 Vine Street
London
EC3N 2AA

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LANJAPE LIMITED

(Adopted by Special Resolution passed on 4th December 1995)

- *1. The Company's name is "**J&E Hall Limited**".
- 2. The Company's registered office is to be situated in England and Wales.
- **3. The objects for which the Company is established are -
 - (i) To carry on the business of:-
 - (1) Buyers, sellers, importers, exporters, dealers in, designers, manufacturers, repairers, cleaners, hirers and storers of, all kinds of materials, appliances, articles, equipment, instruments, machinery, components and plant, for or concerned with all forms of refrigeration, cooling, heating, ventilation, air-conditioning, insulation, sound-proofing and lighting and to carry on business as providers of all kinds of services in connection therewith;
 - (2) buyers, sellers, importers, exporters, dealers in, designers, manufacturers, repairers, cleaners, and operators of ice works and stores, freezing and chilling plants and cold stores;
 - (3) mechanical, marine, electrical and general engineers, engine and boiler makers, founders and workers in metals and other materials of all kinds.
 - (ii) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
 - (iii) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.

- (iv) To carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of any company which is a subsidiary of the Company, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (v) To acquire on any terms, and subject to any conditions, the whole or any part of the business, property or liabilities of any person, firm or organisation or the whole or any part of the issued share or loan capital, business, property or liabilities of any company, carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company, and to pay for any such acquisition either in cash or shares, with or without any preferred or deferred rights, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (vi) To co-ordinate the administration of any group or groups of two or more companies under the control of the Company for the time being.
- (vii) To purchase, take on lease or in exchange, or otherwise acquire land, and to develop and turn to account the same in any manner, and in particular by laying out and preparing the same for building purposes, building thereon, planting, paving, draining, sewerage, farming, and cultivating the same, letting on building, farming or occupation lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with builders, tenants and others.
- (viii) To make, build, maintain, alter, use, manage and work in any parts of the world, offices, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, water-works, wells, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, saw and other mills, warehouses, steam and other ships, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (ix) To apply for, purchase or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d' invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (x) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligation of any other company.
- (xi) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any person,

firm, company or organisation carrying on, or proposing to carry on, any business within the objects of the Company.

- (xii) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of a business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (xiii) To act as directors or managers of or to appoint directors or managers of any company which is a subsidiary of the Company, or of any other company in which the Company is or may be interested.
- (xiv) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (xv) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (xvi) To give all descriptions of guarantees and indemnities.
- (xvii) To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons and any options or rights in respect thereof, and to buy and sell foreign exchange. Provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers or dealers of any kind.
- (xviii) To borrow and raise money in any manner and on any terms.
- (xix) To mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the capital, original or increased, of the Company and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (xx) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.
- (xxi) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons, companies or organisations.
- (xxii) To undertake and transact all kinds of trust and agency business.
- (xxiii) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any

time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons; and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members; and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company.

- (xxiv) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (xxv) To enter into any arrangements with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, or company any charters, contracts, decree, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (xxvi) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (xxvii) To procure the Company to be registered, incorporated or legally recognised in and to keep registers of shareholders in any part of the world.
- (xxviii) To distribute among the members of the Company in specie any property of the Company.
- (xxix) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) that the word "company" in this Clause except where used in reference to the Company shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified or the powers thereby conferred.

4. The liability of the members is limited.

attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

- * By Special Resolution passed on 4 December the name of the Company was changed from "Lanjape Limited" to "J&E Hall Limited".
- ** By Special Resolution passed on 4 December 1995 the Company's objects clause was changed.
- *** By Special Resolution passed on 31 May 2023 paragraph 5 of the memorandum of association of the Company was deleted.

Company No: 3120673

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PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

J & E HALL LIMITED

(Adopted by Special Resolution passed on
4 December 1995)

Field Fisher Waterhouse
41 Vine Street
London
EC3N 2AA

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agreed to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF
SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

W. TESTER
16 St. John Street
London
EC1M 4AY

ONE

H. THOMAS
16 St. John Street
London
EC1M 4AY

ONE

DATED this 1st day of September 1995

WITNESS to the above Signatures:-

D.J. WOOTON
16 St. John Street
London
EC1M 4AY

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

J & E HALL LIMITED

(Adopted by Special Resolution passed
on 4 December 1995)

1. Preliminary

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby or are otherwise inconsistent herewith and such regulations (save as aforesaid) and the Articles hereinafter contained shall be the regulations of the Company. Any reference herein to a numbered Regulation is to that Regulation as set out in Table A.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Allotment of Shares

- 2.1 The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot and dispose of or grant options over any relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the adoption of these Articles, at any time or times during the period of five years from the said date of the adoption of these Articles.
- 2.2 The authority contained in Article 2.1 hereof shall enable the Directors to allot relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period. All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

- 2.3 Sub-section (1) of section 89 of the Act and sub-sections (1) to (6) inclusive of section 90 of the Act shall be excluded from applying to the Company.

3. Proceedings at General Meetings

- 3.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 shall be modified accordingly. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 3.2 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 3.3 Regulation 40 shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence. If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved. Regulation 41 shall not apply.
- 3.4 A poll may be demanded at any meeting by the chairman or by a member having the right to vote at the meeting but not otherwise. Regulation 46 shall be modified accordingly.
- 3.5 A resolution in writing signed or approved by telegram, telefax or telex by or on behalf of the holders of the whole of such of the capital of the Company as then carries the right of voting at general meetings of the Company shall be as effectual as if the same had been duly passed at a general meeting duly convened and held. Such resolution may consist of several documents each so signed or containing such approval by or on behalf of one or more holders. However, a resolution so executed or approved shall not be effective to do anything required by law to be done in general meeting. In the case of a corporation the resolution may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall not apply.
- 3.6 Any instrument appointing a proxy may be deposited at the registered office of the Company or at such other place as is specified in, or by way of note to, the notice convening the meeting at any time prior to the time of the meeting specified in such notice or (as the case may be) prior to the time appointed for the taking of a poll. For the purposes of this Article 3.6, any instrument appointing a proxy shall be deemed to be deposited at the registered office or such other specified place if received there by telefax.
- 3.7 In the case of a proxy appointed by a corporation, the instrument of appointment may be executed by any director of the appointor and, unless the chairman of the meeting (or, as the case may be, the person conducting the poll) has cause to doubt the authority of the person so executing such instrument (in which case the meeting shall be adjourned, or the taking of the poll shall be postponed, for 24 hours), no evidence shall be required of the authority

under which such instrument is executed. In any other case where an instrument appointing a proxy is executed on behalf of the appointor, the authority under which it is executed (or a copy of such authority certified notarially or in some other way appointed by the Directors) shall be deposited together with the instrument itself in accordance with Article 3.6.

- 3.8 Any instrument appointing a proxy which is not deposited as aforesaid (together, if applicable, with evidence as aforesaid of the authority under which it is executed) shall be invalid.

- 3.9 Regulation 62 shall not apply.

4. **Number of Directors**

Unless otherwise determined by Ordinary Resolution the number of Directors shall not be subject to any maximum but shall be not less than two. Regulation 64 shall not apply.

5. **Alternate Directors**

- 5.1 Any Director may at any time appoint any other Director, or any other person approved by resolution of the Board and willing so to act, to be his alternate director and may at any time terminate such appointment. Any such appointment or termination of appointment shall be in writing signed by the appointor and shall take effect upon being deposited at the registered office of the Company or on delivery to a meeting of the Directors. For the purposes of this Article 5.1, any such appointment or termination of appointment shall be deemed to be deposited at the registered office if received there by telefax. Regulation 65 shall not apply.

- 5.2 The same person may be appointed as the alternate director of more than one Director. Subject to the provisions of these Articles, an alternate director shall vote and act as directed by his appointor and unless so directed shall vote and act as he shall think fit.

- 5.3 An alternate director shall be entitled to receive notice of all meetings of Directors. Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at any such meeting at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director. An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. However, an alternate director who is not a Director may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of Directors or otherwise in connection with the discharge of his duties as an alternate director as the Directors (or any Director authorised in that behalf by the Directors) may approve. Regulation 66 shall not apply.

- 5.4 A Director may at any time terminate the appointment of an alternate director appointed by him by notice in writing in accordance with Article 5.1 and an alternate director shall in any event cease to be the alternate director for any appointor if such appointor ceases to be a Director. Regulation 67 shall not apply.

- 5.5 A person appointed as an alternate director who is not a Director is not and shall not be deemed to be a Director by reason of such appointment and except as provided in these Articles shall not have power to act as a Director.

- 5.6 An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply.

6. **Delegation of Directors' Powers**

Any committee of the Directors must consist of at least two Directors and the quorum for a meeting of any such committee shall throughout the meeting be two Directors. Regulation 72 shall be modified accordingly.

7. **Appointment and Retirement of Directors**

- 7.1 The Directors shall not be required to retire by rotation. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 shall not apply.
- 7.2 The Company may by Ordinary Resolution appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 7.3 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Article 4 as the maximum number of Directors for the time being in force.

8. **Disqualification and Removal of Directors**

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 shall be modified accordingly. Paragraph (e) of Regulation 81 shall not apply.

9. **Proceedings of Directors**

- 9.1 A Director or alternate director shall be entitled to receive notice of meetings of the Directors whether he is within or outside the United Kingdom. If the same person is the alternate director for more than one Director he shall be entitled in the absence of two or more of his appointors to separate votes on behalf of each such appointor on a cumulative basis in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.
- 9.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. If a person is present at a meeting of the Directors as an alternate director (whether or not he is also a Director) and provided that at least one other person is personally present and (apart from this Article) counted in the quorum, he shall, if his appointor or, if he is the alternate director for more than one Director, any of his appointors is not personally present, be counted in the quorum separately in respect of such appointor or, as the case may be, each of such appointors on a cumulative basis in addition (if he is himself a Director) to being counted in the quorum as such Director. Regulation 89 shall not apply.
- 9.3 Without prejudice to the first sentence of Article 9.2, a meeting of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able

(directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles shall be construed accordingly. Any Director or alternate director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all the purposes of these Articles and shall be counted in the quorum accordingly.

- 9.4 A resolution in writing signed or approved by telegram, telefax or telex by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 shall not apply.

- 9.5 The provisions of Regulation 92 shall apply to resolutions in writing of Directors and shall extend to include alternate directors. Regulation 92 shall be modified accordingly.

- 9.6 Subject to the provisions of the Act, a Director may vote at a meeting of Directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly. Regulation 95 shall not apply.

10. Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. Gratuities and Pensions

- 11.1 The Directors may exercise the powers of the Company conferred by Clause 3(f) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

- 11.2 Regulation 87 shall not apply.

12. Accounts

Any member shall be entitled at any time to inspect any accounting records or other books or documents or records of the Company and Regulation 109 shall not apply.

13. Notices

- 13.1 All notices required by the Articles to be given in writing may be given by telex or telefax to such telex or telefax number as may be notified for the purpose and notices so given shall be deemed to have been given upon transmission of the same; and Regulations 112 and 115 shall be modified accordingly.

- 13.2 A member shall be entitled to receive a notice required to be given to him whether his/its registered address is within or outside the United Kingdom and the last sentence of Regulation 112 shall not apply.

14. Indemnity

- 14.1 Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 14.2 Regulation 118 shall not apply.